

**BNSF**



CRAIG N. SMETKO  
*Associate General Counsel*

**The Burlington Northern and  
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**NEXT DAY DELIVERY**

April 27, 2001

Mr. Vernon A. Williams, Secretary  
Surface Transportation Board  
1925 K Street, N. W., Room 704  
Washington, DC 20423-0001



Re: The Burlington Northern and Santa Fe  
Railway Company Amended and Restated  
Lease of Railroad Equipment dated  
December 28, 2000, BN Docket No. 10925

RECORDATION NO. 10361-H FILED

MAY 01 '01 4-14 PM

Dear Mr. Williams:

**SURFACE TRANSPORTATION BOARD**

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, three original copies of the document described below:

Memorandum of Amended and Restated Lease of Railroad Equipment, made and entered into as of December 28, 2000, by and between LIN Associates (successor-in interest to State Street Bank and Trust Company (the successor to Connecticut Bank and Trust Company, not in its individual capacity but solely as Trustee under a Trust Agreement No. 2 dated as of February 1, 1979, with General Electric Credit Company (predecessor-in-interest to General Electric Capital Corporation) and Northwestern National Bank of Minneapolis (predecessor-in-interest to Wells Fargo Bank Minnesota, National Association), as Lessor ("*Lessor*"), and The Burlington Northern and Santa Fe Railway Company, a Delaware corporation, as Lessee ("*Lessee*").

As one of the attorney representing the Lessee in this transaction, I have knowledge of the matters described in this letter.

The primary document to which the Memorandum of Amended and Restated Lease of Railroad Equipment is connected is the Lease of Railroad Equipment No. 2 dated as of February 1, 1979, which was recorded on May 10, 1979 at 1:40 p.m. as Recordation No. 10361-B.

Mr. Vernon A. Williams, Secretary  
Surface Transportation Board  
April 27, 2001  
Page Two

The names and addresses of the parties to the enclosed documents are as follows:

Lessee: The Burlington Northern and Santa Fe Railway Company  
2650 Lou Menk Drive  
Fort Worth, Texas 76131-2828  
Attn: Assistant Vice President  
Finance and Treasurer

Lessor: LIN Associates  
c/o General Electric Capital Corporation  
120 Long Ridge Rd.  
Stamford, CT 06977  
Attn: Manager of Rail Operations

The equipment covered as of the date hereof by the aforesaid Memorandum of Amended and Restated Lease of Railroad Equipment consists of 59 SD40-2 Locomotives bearing the reporting marks BNSF 7922, BNSF 8030 through BNSF 8042, inclusive, BNSF 8044 through BNSF 8073, inclusive, BNSF 8075 through BNSF 8089, inclusive.

A fee of twenty-six dollars (\$26.00) is enclosed. Please time and date stamp the enclosed copies along with the extra copy of this letter as proof of filing and recordation of the enclosed document and return the original and any extra copies of such documents and this letter not needed by the Board for recordation to:

Craig N. Smetko  
The Burlington Northern and Santa Fe Railway Company  
2500 Lou Menk Drive  
Fort Worth, Texas 76131-2828

A short summary of the document to appear in the index follows:


Memorandum of Amended and Restated Lease of Railroad Equipment, made and entered into as of December 28, 2000, by and between LIN Associates (successor-in interest to State Street Bank and Trust Company (the successor to Connecticut Bank and Trust Company), not in its individual capacity but solely as Trustee ("*Trustee*") under a Trust Agreement No. 2 dated as of February 1, 1979, with General Electric Credit Company (predecessor-in-interest to General Electric Capital Corporation) and Northwestern National Bank of Minneapolis (predecessor-in-interest to Wells Fargo Bank Minnesota, National Association) as Owners) as Lessor ("*Lessor*"), and The Burlington Northern and Santa Fe

Mr. Vernon A. Williams, Secretary  
Surface Transportation Board  
April 27, 2001  
Page Three

Railway Company, a Delaware corporation (formerly known as Burlington Northern Railroad Company, the successor to Burlington Northern Inc.), as Lessee ("*Lessee*"), covering 59 SD40-2 Locomotives bearing the reporting marks BNSF 7922, BNSF 8030 through BNSF 8042, inclusive, BNSF 8044 through BNSF 8073, inclusive, BNSF 8075 through BNSF 8089, inclusive. The Memorandum of Amended and Restated Lease of Railroad Equipment is related to the Lease of Railroad Equipment No. 2, dated as of February 1, 1979, which was recorded on May 10, 1979 at 1:40 p.m. as Recordation No. 10361-B.

If you have any questions or need further information, please do not hesitate to contact the undersigned at (817) 352-3465.

Very truly yours,

A handwritten signature in black ink, appearing to read 'C. Smetko', with a long horizontal flourish extending to the right.

Craig N. Smetko  
Associate General Counsel

Enclosures

**MEMORANDUM OF AMENDED AND RESTATED  
LEASE OF RAILROAD EQUIPMENT**

MAY 01 '01 4:14 PM

SURFACE TRANSPORTATION BOARD

Memorandum of Amended and Restated Lease of Railroad Equipment, made and entered into as of December 28, 2000, by and between LIN Associates (successor-in interest to State Street Bank and Trust Company (the successor to Connecticut Bank and Trust Company), not in its individual capacity but solely as Trustee ("Trustee") under a Trust Agreement No. 2 dated as of February 1, 1979, with General Electric Credit Company (predecessor-in-interest to General Electric Capital Corporation) and Northwestern National Bank of Minneapolis (predecessor-in-interest to Wells Fargo Bank Minnesota, National Association) as Owners) as Lessor ("Lessor"), and The Burlington Northern and Santa Fe Railway Company, a Delaware corporation (formerly known as Burlington Northern Railroad Company, the successor to Burlington Northern Inc.), as Lessee ("Lessee").

**WITNESSETH:**

1. The undersigned have entered into that certain Lease of Railroad Equipment dated as of February 1, 1979, which was recorded with the Surface Transportation Board pursuant to the predecessor of Section 11301 of Title 49 of the United States Code on May 10, 1979 at 1:40 p.m. and assigned Recordation No. 10361-B (the "Lease Agreement").

2. The undersigned have entered into that certain Amended and Restated Lease of Railroad Equipment, dated as of December 28, 2000, whereby the terms and provisions of the above-described Lease Agreement have been amended and restated and are applicable to that certain railroad rolling stock bearing reporting marks as listed on Exhibit A attached hereto.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

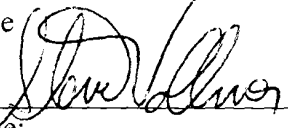
(CORPORATE SEAL)

LIN ASSOCIATES, as Lessor  
By General Electric Capital Corporation  
Its General Partner

By:   
Name: **R. T. Sturgeon**  
Title: **Manager-Operations**

(CORPORATE SEAL)

THE BURLINGTON NORTHERN AND  
SANTA FE RAILWAY COMPANY,  
as Lessee

By:   
Name: **L. Steven Vollmer**  
Title: **General Director - Finance**

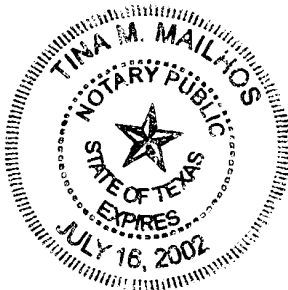
STATE OF Connecticut )  
COUNTY OF Fairfield ) SS.: Stamford

On this 28<sup>th</sup> day of March, 2001, before me personally appeared Richard T. Sturgeon, to me personally known, who being by me duly sworn, says that he/she is the Manager Operations of GENERAL ELECTRIC CAPITAL CORPORATION, the general partner of LIN Associates, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation and that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Glenda S. Loop  
Name: **GLEND A. LOOP**  
Notary Public **NOTARY PUBLIC**  
My Commission Expires: **MY COMMISSION EXPIRES OCT. 31, 2002**  
Residing in Stamford

STATE OF Texas )  
COUNTY OF Tarrant ) SS.:

On this 24 day of April, 2001, before me personally appeared L. Steven Vellmer, to me personally known, who being by me duly sworn, says that he/she is the Gen. Director Finance of THE BURLINGTON NORTHERN AND SANTA FE RAILWAY COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation and that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Tina M. Mailhes  
Name: Tina M. Mailhes  
Notary Public  
My Commission Expires: 7-16-02  
Residing in Fort Worth, TX

## **EXHIBIT A**

### **UNITS**

<b>EQUIPMENT</b>	<b>QUANTITY</b>	<b>REPORTING MARKS</b>
SD40-2 Locomotives	59	BNSF 7922, BNSF 8030 through BNSF 8042, inclusive, BNSF 8044 through BNSF 8073, inclusive, BNSF 8075 through BNSF 8089, inclusive.